

RESOLUTION NO. 10-06

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING AMENDMENTS TO THE LOAN AGREEMENT AND INDENTURE AND THE EXECUTION OF CERTAIN DOCUMENTS IN CONNECTION WITH AN EXTENSION OF THE MATURITY DATE AND WEIGHTED AVERAGE MATURITY, AND THE SUBSTITUTION OF AN ALTERNATE LETTER OF CREDIT, WITH RESPECT TO THE CALIFORNIA ECONOMIC DEVELOPMENT FINANCING AUTHORITY VARIABLE RATE DEMAND INDUSTRIAL DEVELOPMENT REVENUE BONDS, SERIES 1998 (SCIENTIFIC SPECIALTIES INCORPORATED PROJECT)

WHEREAS, the California Infrastructure and Economic Development Bank (the “Issuer”) was established pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act (California Government Code Section 63000 and following) (the “Act”), for the purpose of promoting economic development;

WHEREAS, the Issuer is authorized to issue tax-exempt obligations to provide financing for economic development facilities (as such term is defined in the Act) located in the State of California; and

WHEREAS, on February 25, 1998, the California Economic Development Financing Authority (the “Authority”) (whose responsibilities, liabilities and obligations have been assumed by the Issuer) adopted Resolution No. C98-12 approving the issuance of variable rate demand industrial development revenue bonds in an aggregate amount not to exceed \$2,400,000 and a loan of the proceeds of such bonds to Thurman Street Company, LLC, a California limited liability company (the “Borrower”) for the purpose of financing costs of the construction of a manufacturing facility and the acquisition and installation of manufacturing equipment related thereto, and certain costs of issuance in connection therewith (“Costs of the Project”) and authorized certain documents in relation thereto;

WHEREAS, pursuant to Resolution No. C98-12, the Authority issued its Variable Rate Demand Industrial Development Revenue Bonds, Series 1998 (Scientific Specialties Incorporated Project) (the “Bonds”) pursuant to an indenture of trust, dated as of April 1, 1998 (the “Original Indenture”) by and between the Authority and U.S. Bank Trust National Association (now known as U. S. Bank National Association) (the “Trustee”);

WHEREAS, upon the issuance of the Bonds, the Authority and the Borrower entered into a Loan Agreement, dated as of April 1, 1998 (the “Original Loan Agreement”), pursuant to which the Authority loaned the proceeds of the Bonds to the Borrower to finance the Costs of the Project;

WHEREAS, principal and interest payments with respect to the Bonds are secured by a letter of credit provided by Bank of Stockton (the “Bank”) and an irrevocable confirming letter of credit from The Bank of New York (the “Prior Confirming Letter of Credit”);

WHEREAS, the Borrower has requested that the Issuer substitute an alternate letter of credit (the “Confirming Letter of Credit”) from the Federal Home Loan Bank of San Francisco (the “Confirming Bank”) for the Prior Confirming Letter of Credit;

WHEREAS, pursuant to Section 5.08 of the Original Loan Agreement the Borrower may substitute an alternate letter of credit so long as certain prior notices, opinions and ratings information are delivered (“Substitution Requirements”);

WHEREAS, on January 28, 2010, as part of the Substitution Requirements, Borrower sent a notice of the proposed substitution, date of proposed substitution, and name of the proposed provider of the alternative letter of credit;

WHEREAS, the Substitution Requirements are expected to be met on or prior to the effective date of the First Supplement, defined below;

WHEREAS, in connection with the substitution of a Confirming Letter of Credit from the Confirming Bank, the Borrower desires to extend the maturity date of the Bonds from April 1, 2023 to May 1, 2028 and the weighted average maturity of the Bonds, and has requested that the Issuer and the Trustee enter into a supplement to the Original Indenture in order to amend the provisions of the Original Indenture relating to the maturity date and weighted average maturity of the Bonds;

WHEREAS, pursuant to Section 9.01 of the Original Indenture, the Issuer and the Trustee may enter into supplemental indenture to extend the maturity date of any Bond only after the consent of the Bank, the Borrower, the Confirming Bank and the owner of each affected Bond (the “Extension Consents”) have been filed with the Trustee;

WHEREAS, pursuant to Section 10.4 of the Original Loan Agreement, amendments to the Original Loan Agreement are effective only with the written consent of the Trustee and the Bank (the “Loan Agreement Consents”); and

WHEREAS, there has been presented to this meeting and is now on file with the Secretary of the Board of Directors (the “Secretary”) the following:

- 1) A proposed form of supplement to the Original Indenture (the “First Supplement”), to be entered into by and between the Issuer and the Trustee; and
- 2) A proposed form of amendment to the Original Loan Agreement (the “First Amendment”), to be entered into by and between the Issuer and the Borrower.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the California Infrastructure and Economic Development Bank, as follows:

Section 1. The above recitals are true and correct.

Section 2. The Issuer hereby approves the extension of the maturity date of the Bonds from April 1, 2023 to May 1, 2028 and the extension of the weighted average maturity of the Bonds, subject to receipt by the Issuer of the Extension Consents and the Loan Agreement Consents.

Section 3. The proposed form of First Supplement on file with the Secretary is hereby approved. Subject to receipt by the Issuer of the Extension Consents, the Chair of the Board of Directors, the Chair's designee, or the Executive Director of the Issuer (the "Executive Director"), each acting alone, is hereby authorized and directed, for and on behalf and in the name of the Issuer, to execute and deliver the First Supplement to the Trustee in substantially said form, with such changes and insertions therein as may be necessary or appropriate to cause the same to carry out the intent of this resolution and as the officer or official executing the same, with the advice of the Issuer's counsel, may require or approve, such requirement or approval to be conclusively evidenced by the delivery thereof. The Secretary is authorized to attest to the execution of the First Supplement.

Section 4. The proposed form of the First Amendment on file with the Secretary is hereby approved. Subject to receipt by the Issuer of the Loan Agreement Consents, the Chair of the Board of Directors, the Chair's designee, or the Executive Director, each acting alone, is hereby authorized and directed, for and on behalf and in the name of the Issuer, to execute and deliver the First Amendment in substantially said form, with such changes and insertions therein as may be necessary or appropriate to cause the same to carry out the intent of this resolution and as the officer or official executing the same, with the advice of the Issuer's counsel, may require or approve, such requirement or approval to be conclusively evidenced by the delivery thereof. The Secretary is authorized to attest to the execution of the First Amendment.

Section 5. The Executive Director, the Chair of the Board of Directors, or the Chair's designee, each acting alone, is hereby authorized and directed, for and in the name and on behalf of the Issuer, to execute replacement bonds in an aggregate principal amount not to exceed the amount outstanding as of the date of execution thereof in accordance with the terms of this resolution and the First Supplement and in the form set forth in the First Supplement. The Bonds shall mature on the date or dates provided in the First Supplement. The replacement bonds, when so executed, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate and register the replacement bonds so delivered by executing the appropriate Certificate of Authentication and Registration appearing thereon, and to deliver the new bonds, when duly executed, authenticated and registered, upon the written direction of the remarketing agent for the new bonds.

Section 6. The Chair of the Board of Directors, the Chair's designee or the Executive Director, each acting alone, is hereby authorized to execute all certificates and instruments which they, with the advice of counsel to the Issuer, deem necessary or appropriate to this transaction and to effectuate the purposes of this resolution, including, but not limited to, a letters of representations, certifications of authority and bring-down certificates. The Secretary is hereby authorized and directed to attest thereto in accordance with the First Supplement.

Section 7. All actions heretofore taken by the officers, employees and agents of the

Issuer with respect to the actions contemplated by this resolution are hereby approved, confirmed and ratified, and the officers of the Issuer and their authorized designees, deputies, agents and counsel are hereby authorized and directed, jointly and severally, to perform their duties and to execute and deliver any and all certificates which they, or counsel to the Issuer, may deem necessary or advisable in order to consummate the extension of the maturity of the Bonds and otherwise to effectuate the purposes of this resolution.

Section 8. This resolution shall take effect from and after its adoption.

PASSED, APPROVED, AND ADOPTED at a meeting of the California Infrastructure and Economic Development Bank on February 23, 2010, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

By _____
Stanton C. Hazelroth, Executive Director

Attest:

By _____
Roma Cristia-Plant, Secretary